

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report May 8, 2001

Commission file number 1-10948

OFFICE DEPOT, INC.

(Exact name of registrant as specified in its charter)

Delaware 59-2663954

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(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

2200 Old Germantown Road, Delray Beach, Florida

33445

(Address of principal executive offices)

(Zip Code)

(561) 438-4800

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

ITEM 5. OTHER EVENTS

On May 8, 2001, Office Depot, Inc. issued a press release announcing its intention to offer certain notes pursuant to a private placement under Rule 144A and under Regulation S of the Securities Act of 1933. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

99.1 Press Release dated May 8, 2001

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OFFICE DEPOT, INC.

Date: May 8, 2001

By: /S/ DAVID C. FANNIN

David C. Fannin  
Executive Vice President and  
General Counsel

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Contact:

Eileen H. Dunn  
Vice President, Investor Relations/Public Relations  
(561) 438-4930  
edunn@officedepot.com  
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OFFICE DEPOT, INC. ANNOUNCES INTERMEDIATE TERM  
PRIVATE PLACEMENT NOTE OFFERING

Delray Beach, Florida... May 8, 2001 -- Office Depot, Inc. (NYSE: ODP) announced today that it intends to offer approximately \$200 million of intermediate-term, interest bearing notes. The entire net proceeds from this offering are expected to be used to repay existing short-term debt and to support working capital needs.

The notes will be privately offered only to qualified institutional buyers under Rule 144A and under Regulation S of the Securities Act of 1933, as amended. The notes will not be or have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.